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TO: DIVISION OF CORPORATIONS

STATE OF FLORIDA

DEPARTMENT OF REVENUE

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109 EAST GADSDEN ST.

MIAMI FL 33135-

TALLAHASSEE FL 32399

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FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FIRST AND LAST ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000007546

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TALLAHASSEE, FLORIDA

5/30

DIVISION OF CORPORATIONS

96 MAY 30 AM 8:18

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P.01

EMPIRE CORPORATE KIT

MAY-29-1996 16:55

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May 22, 1996

Secretary of State
P.O. Box 6227
Division of Corporations
The Capital
Tallahassee, FL 32314

RE: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent First And Last Associates, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,

Sarah T. Fritchman

Sarah T. Fritchman
(205) 246-7288

MAS

210 University Dr. #502
Coral Springs, FL 33071

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ARTICLES OF INCORPORATION
OF

First And Last Associates, Inc.

The undersigned subscribers to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
First And Last Associates, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 30 12:41

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 760 NE 7th Avenue, Dania, FL, 33004 and the name of the initial registered agent of this corporation at that address is Sarah T. Fritchman.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Sarah T. Fritchman
760 NE 7th Avenue
Dania, FL 33004

ARTICLE IX. Officers. The initial officers of the corporation will be: Sarah T. Fritchman, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Sarah T. Fritchman
760 NE 7th Avenue
Dania, FL 33004

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The street address of the Principal place of business is: 760 NE 7th Avenue, Dania, FL, 33004.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 22nd day of
May, 1996.

Sarah T. Fritchman (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Sarah T. Fritchman, known to be and known by
me to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 22nd day of
May, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State Tallahassee, FL 32304

I, Sarah T. Fritchman, do hereby consent to serve as
registered agent for the Corporation, First And Last
Associates, Inc. this day of 22nd day of May, 1996.

Sarah T. Fritchman
Sarah T. Fritchman

Address of registered agent:

760 NE 7th Avenue
Dania, FL 33004

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36 MAY 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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